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Counsel to the Debtors and  
Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION

- - - - - x  
:  
In re: : Chapter 11  
:  
CIRCUIT CITY STORES, INC., : Case No. 08-35653 (KRH)  
et al., :  
:  
Debtors. : Jointly Administered  
- - - - - x

**ORDER PURSUANT TO BANKRUPTCY CODE SECTIONS 105(a) AND  
365(a) AND BANKRUPTCY RULE 6006 AUTHORIZING REJECTION OF  
CERTAIN EXECUTORY CONTRACTS**

Upon the motion (the "Motion")<sup>1</sup> of the Debtors  
for entry of an order, under Bankruptcy Code sections  
105(a) and 365(a) and Bankruptcy Rule 6006, authorizing

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<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

the Debtors to reject certain executory contracts as set forth on the attached Exhibit A, including any amendments or modifications thereto and any and all schedules, supplements, addenda, statements of work or similar attachments thereto (collectively, the "Contracts"), and any guaranties thereof, as of the rejection date specified in Exhibit A for each Contract (the "Rejection Date"); and the Court having reviewed the Motion; and the Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties in interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

**ORDERED, ADJUDGED, AND DECREED that:**

1. The Motion is GRANTED.
2. The Contracts and any guaranties thereof are hereby rejected as of the applicable Rejection Date. Nothing in this paragraph 2 shall preclude a

counterparty from seeking rejection damages against a guarantor of a rejected guaranty, in addition to such counterparty's right to seek rejection damages under the Bankruptcy Code.

3. Each counterparty to a Contract or any guaranty thereof shall have until thirty (30) days from the date this Order is entered on the docket to file a proof of claim on account any and all claims (as defined in the Bankruptcy Code) arising from or related to rejection of its Contract or guaranty.

4. The requirement under Local Bankruptcy Rule 9013-1(G) to file a memorandum of law in connection with the Motion is hereby waived.

5. The Court retains jurisdiction to hear and determine all matters arising from or related to the implementation or interpretation of this Order.

Dated: Richmond, Virginia  
\_\_\_\_\_, 2009

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UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

Gregg M. Galardi, Esq.  
Ian S. Fredericks, Esq.  
SKADDEN, ARPS, SLATE, MEAGHER & FLOM, LLP  
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PO Box 636  
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333 West Wacker Drive  
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- and -

/s/ Douglas M. Foley  
Dion W. Hayes (VSB No. 34304)  
Douglas M. Foley (VSB No. 34364)  
MCGUIREWOODS LLP  
One James Center  
901 E. Cary Street  
Richmond, Virginia 23219  
(804) 775-1000

Counsel to the Debtors  
and Debtors in Possession

**CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)**

Pursuant to Local Bankruptcy Rule 9022-1(C), I  
hereby certify that the foregoing order has been  
endorsed by or served upon all necessary parties.

/s/ Douglas M. Foley  
Douglas M. Foley

**EXHIBIT A**

**(List of Executory Contracts)**

**EXHIBIT A**  
**Contracts**

Contract Counterparty	Contract Type	Contract Description <sup>1</sup>	Contract Effective Date	Rejection Date	Address
360 Commerce	License Agreement	Master License Agreement	8/5/04	04/01/09	11400 Burnet Rd. Ste 5200, Austin, TX 78758
Altova GmbH	License Agreement	End User Software License Agreement	unknown	04/01/09	Rudolfsplatz 13a/9, A-1010 Wien, Austria
Applied Predictive Technology	Services Agreement	Consulting Agreement	1/31/05	03/20/09	901 N. Stuart St. Ste 1100, Arlington, VA 22207
Arise Virtual Services, Inc.	Services Agreement	Master Services Agreement (Call Center) and all amendments and addenda thereto	9/10/07	03/20/09	3450 Lakeside Dr. Ste 620, Miramar, FL 33027
Astea International, Inc.	Services Agreement	Alliance Enterprise License and Support Agreement and all amendments, addenda and schedules thereto	9/25/02	05/31/09	455 Business Center Dr., Horsham, PA 19044
Borland Software Corporation	Services Agreement	Support & Maintenance Together Concurrent User	unknown	04/01/09	Dept. 33630, PO Box 39000, San Francisco, CA 94139
Compass Group USA, Inc.	Service/Vendor Agreement	Food Service Agreement (Eurest Services) and all amendments thereto	8/13/04	03/20/09	2400 Yorkmont Rd., Charlotte, NC 28217
Computer Associates, Inc. f/k/a CA, Inc.	License Agreement	Order Form and Addendum with all amendments thereto	3/10/06	04/01/09	One CA Plaza, Islandia, NY 11749
Comsys Information Systems Technology Services, Inc.	Services Agreement	Vendor Management Service Agreement and all amendments and addenda thereto	8/2/07	03/20/09	4400 Post Oak Pkwy, Ste 1800, Houston, TX 77027
Comsys Services, LLC	License Agreement	End User License Agreement for VMA: Vendor management system license and implementation.	8/7/07	03/20/09	4400 Post Oak Pkwy, Ste 1800, Houston, TX 77027
Comsys Services, LLC	Services Agreement	Master Services Agreement and all amendments, SOW's and addenda thereto	7/21/06	03/20/09	4400 Post Oak Pkwy, Ste 1800, Houston, TX 77027
Connect3 Systems, Inc.	Services Agreement	Master agreement and all amendments, SOW's and addenda thereto	1/12/06	04/10/09	11100 E. Artesia Blvd, Ste A, Cerritos, CA 90703
Easy2.com, Inc.	Services Agreement	Content Provider Agreement	1/24/08	03/20/09	1220 Huron Road, 7th floor, Cleveland, OH 44115
eGain Communications Corp.	Software License and Service Agreement	Software License and Service Agreement and all amendments, addenda and attachments thereto	8/7/07	03/20/09	345 E. Middlefield Rd., Mountain View, CA 94043
Endeca Technologies, Inc.	Services Agreement	Lic., Sup. & Implementation Svc Agmnt and all amendments, SOW's, order forms, and addenda thereto	12/17/03	03/20/09	55 Cambridge Pkwy, Cambridge, MA 02142

<sup>1</sup> Contracts include any amendments or modifications thereto and any and all schedules, supplements, addenda, statements of work or similar attachments thereto.

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HighJump Software	Services Agreement	Master Services Agreement and all amendments, SOW's and addenda thereto	11/29/07	03/20/09	6455 City West Pkwy, Eden Prairie, MN 55344
ILOG, Inc.	Services Agreement	Master Services Agreement and all amendments, SOW's and addenda thereto	(no date)	03/20/09	1195 West Fremont Ave, Sunnyvale, CA 94087
Infogain Corporation	Services Agreement	MSA and all amendments, SOW's and addenda thereto	8/27/07	03/20/09	475 Alberto Way, Los Gatos, CA 95032
Informatica Corporation	Services Agreement	Master agreement and all amendments, SOW's and addenda thereto	9/28/05	04/01/09	2100 Seaport Blvd., Redwood City, CA 94063
Interactive Communications International, Inc.	Merchandising Agreement	Amended and Restated Software Application and Services Agreement (DirecTV Product Support) and all amendments and addenda thereto	9/1/07	03/20/09	250 Williams Street Ste M-100, Atlanta, GA 30303
Interactive Communications International, Inc.	Advertising/ Marketing Agreement	Master Distribution and Services Agreement	9/15/06	03/20/09	250 Williams Street Ste M-100, Atlanta, GA 30303
International Business Machines Corp.	Services Agreement	CCR 15	unknown	03/20/09	1 New Orchard Road; Armonk, New York 10504-1722
International Business Machines Corp.	Services Agreement	CCR 15 Amendment 1 - Tablet Support	6/1/08	03/20/09	1 New Orchard Road; Armonk, New York 10504-1722
International Business Machines Corp.	Services Agreement	CCR 17	11/1/07	03/20/09	1 New Orchard Road; Armonk, New York 10504-1722
International Business Machines Corp.	Services Agreement	CCR 17 Amendment 1	unknown	03/20/09	1 New Orchard Road; Armonk, New York 10504-1722
International Business Machines Corp.	Services Agreement	CCR 17 Amendment 2 Extension of DPS Legacy Support	10/1/08	03/20/09	1 New Orchard Road; Armonk, New York 10504-1722
International Business Machines Corp.	Services Agreement	CCR 19	unknown	03/20/09	1 New Orchard Road; Armonk, New York 10504-1722
International Business Machines Corp.	Services Agreement	CCR 19 - Amend 1 - Extension of Support for Puerto Rico locations	7/1/08	03/20/09	1 New Orchard Road; Armonk, New York 10504-1722
International Business Machines Corp.	Services Agreement	CCR 4	unknown	03/20/09	1 New Orchard Road; Armonk, New York 10504-1722
International Business Machines Corp.	Services Agreement	CCR 4 - Addendum 1	11/21/07	03/20/09	1 New Orchard Road; Armonk, New York 10504-1722
International Business Machines Corp.	Services Agreement	CCR 9	unknown	03/20/09	1 New Orchard Road; Armonk, New York 10504-1722
International Business Machines Corp.	Services Agreement	CCS0023 - Tcomm for 3369	6/29/07	03/20/09	1 New Orchard Road; Armonk, New York 10504-1722

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<b>Contract Counterparty</b>	<b>Contract Type</b>	<b>Contract Description <sup>1</sup></b>	<b>Contract Effective Date</b>	<b>Rejection Date</b>	<b>Address</b>
International Business Machines Corp.	Services Agreement	CCS0024 - Tcomm for 3366	6/28/07	03/20/09	1 New Orchard Road; Armonk, New York 10504-1722
International Business Machines Corp.	Services Agreement	CCS0038 - PlumChoice	8/20/07	03/20/09	1 New Orchard Road; Armonk, New York 10504-1722
International Business Machines Corp.	Services Agreement	CCS0043 - TSS Support for Call Center	1/2/08	03/20/09	1 New Orchard Road; Armonk, New York 10504-1722
International Business Machines Corp.	Services Agreement	CCS0043 - TSS Support for Call Center (PCR 1)	1/10/08	03/20/09	1 New Orchard Road; Armonk, New York 10504-1722
International Business Machines Corp.	Services Agreement	CCS0065 - Firedog Switch Implementation	unknown	03/20/09	1 New Orchard Road; Armonk, New York 10504-1722
International Business Machines Corp.	Services Agreement	CCS10111 - Powerchute in ISG's	9/8/08	03/20/09	1 New Orchard Road; Armonk, New York 10504-1722
International Business Machines Corp.	Services Agreement	CCS10124 - Poconos Dist Center Server Production Environment	unknown	03/20/09	1 New Orchard Road; Armonk, New York 10504-1722
International Business Machines Corp.	Services Agreement	CCS10127 - Broadband Circuits	3/19/08	03/20/09	1 New Orchard Road; Armonk, New York 10504-1722
International Business Machines Corp.	Services Agreement	CCS10169 - rPOS 400 Store Capacity	unknown	04/06/09	1 New Orchard Road; Armonk, New York 10504-1722
International Business Machines Corp.	Services Agreement	CCS10172 Broadband circuits - City stores to learning stores	6/20/08	03/20/09	1 New Orchard Road; Armonk, New York 10504-1722
International Business Machines Corp.	Services Agreement	CCS10179 Broadband Circuits City Stores to Learning Store (3864)	6/20/08	03/20/09	1 New Orchard Road; Armonk, New York 10504-1722
International Business Machines Corp.	Services Agreement	CCS10201 Weekend Support for store switches	10/6/08	03/20/09	1 New Orchard Road; Armonk, New York 10504-1722
International Business Machines Corp.	Services Agreement	CCS10210 - Broadband circuit for loc 4323	unknown	03/20/09	1 New Orchard Road; Armonk, New York 10504-1722
International Business Machines Corp.	Services Agreement	CCS10211 - Broadband circuit for 3844	unknown	03/20/09	1 New Orchard Road; Armonk, New York 10504-1722
International Business Machines Corp.	Services Agreement	CCS10212 Broadband circuits for loc 3100	10/6/08	03/20/09	1 New Orchard Road; Armonk, New York 10504-1722
International Business Machines Corp.	Services Agreement	CCS10222 MRS Support for ICM WAN	9/5/08	03/20/09	1 New Orchard Road; Armonk, New York 10504-1722
International Business Machines Corp.	Services Agreement	Lease renewal on iSeries servers	9/8/08	03/20/09	1 New Orchard Road; Armonk, New York 10504-1722
International Business Machines Corp.	Services Agreement	Rational BuildForge	3/31/08	03/20/09	1 New Orchard Road; Armonk, New York 10504-1722
International Business Machines Corp.	Services Agreement	rPOS AMS PCR 14	7/1/07	03/20/09	1 New Orchard Road; Armonk, New York 10504-1722

<sup>1</sup> Contracts include any amendments or modifications thereto and any and all schedules, supplements, addenda, statements of work or similar attachments thereto.



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Interwoven	Sales Agreement	Standard Sales Agreement for eWorkspace content management system	12/21/06	03/20/09	803 11th Avenue, Sunnyvale, CA 94089
Invision Power Services, Inc.	Services Agreement	Forum Hosting Agreement	5/8/08	03/20/09	1115 Vista Park Drive Ste C, Forest, VA 24551
Jason Bjork	Services Agreement	Letter Agreement for services.	1/25/08	03/20/09	3952 Xenwood Ave South, St. Louis Park, MN 55416
JDA Software, Inc.	Services Agreement	Master Services Agreement and all amendments, SOW's, schedules and addenda thereto	12/29/05	03/20/09	14400 N. 87th Street, Scottsdale, AZ 85260-3649
Kronos Incorporated	Services Agreement	Master Services Agreement and all amendments, SOW's and addenda thereto	5/31/07	03/20/09	297 Billerica Rd., Chelmsford, MA 01824
Kronos Incorporated	Services Agreement	Sales, Software License and Services Agreement: Software for Workforce Management and all amendments and addenda thereto	6/7/07	03/20/09	297 Billerica Rd., Chelmsford, MA 01824
MicroStrategy	Services Agreement	Price Quote and Purchase Agreement and all riders thereto	9/10/08	04/01/09	1861 International Drive, McLean, VA 22102
MicroStrategy	Services Agreement	Price Quote and Purchase Agreement and all riders thereto	6/22/08	04/01/09	1861 International Drive, McLean, VA 22102
Nielsen Media Research Inc.	Advertising/ Marketing Agreement	National Advertiser Service Agreement and all amendments and addenda thereto	4/1/06	03/20/09	150 North Martingale Road, Schaumburg, IL 60173
Nielsen Media Research Inc.	Advertising/ Marketing Agreement	Nielsen Advertiser Services All Local Markets TV Agreement and all amendments and addenda thereto	1/1/04	03/20/09	150 North Martingale Road, Schaumburg, IL 60173
Prosite Business Solutions, LLC	License Agreement	End User Software License Agreement, as subsequently amended	4/20/06	03/20/09	732 3rd Street, New Martinsville, WV, 26155
Reflexis Systems, Inc.	Services Agreement	Master Professional Services Agreement and all schedules thereto	4/20/05	04/01/09	1420 Providence Highway, Ste 266, Norwood, MA 02062
Ruscomp, Inc.	License Agreement	Software License Agreement ; Corporate Maintenance App (TMS World), Monthly Support & maintenance contract	5/22/02	03/20/09	12765 W. Forest Hill Blvd. Ste 1319, Wellington, FL 33414
SAP Retail, Inc.	License Agreement	Software License Agreement and all amendments, addenda, schedules and related and ancillary agreements	8/20/08	03/20/09	3999 West Chester Pike, Newton Square, PA 19073

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ServicePower, Inc.	Services Agreement	Software Usage and Service Agreement: Scheduling optimization in support of Firedog.	7/26/07	03/20/09	175 Admiral Cochrane Dr., Annapolis, MD 21401
Sprint Solutions, Inc.	Services Agreement	Master Services Agreement and all amendments, SOW's and addenda thereto	1/12/07	03/20/09	6391 Sprint Pkwy, Overland Park, KS 66251-2525
Sterling Commerce, Inc. as successor in interest to Yantra Corporation	Services Agreement	General Services Agreement and all amendments, addenda, SOW's related thereto	3/30/06	04/01/09	4600 Lakehurst Court, PO Box 8000, Dublin, OH 43016-2000
StreamServe DS, Inc.	License Agreement	Software License and Maintenance and Support Agreement (955596696/04) and all amendments and addenda thereto	9/17/04	04/01/09	3 Van de Graaff Drive, Burlington, MA 01803
Sun Microsystems, Inc.	Server Maintenance	Maintenance for Sun servers per Support Agreement Schedule Number NK20232741 for period July 16, 2006 to July 15, 2009	6/21/06	03/20/09	4150 Network Circle, Santa Clara, CA 95054
Sun Microsystems, Inc.	Services Agreement	Master Services Agreement and all amendments, SOW's and addenda thereto	4/11/06	03/20/09	4150 Network Circle, Santa Clara, CA 95054
TEKSystems, Inc.	Services Agreement	Master Services Agreement and all amendments, SOW's and addenda thereto	3/15/06	03/20/09	7437 Race Road, Hanover, MD 21076
TELESIGHT, Inc.	Procurement	Master Services Agreement and all amendments, SOW's and addenda thereto	5/26/08	03/20/09	820 N Franklin Ste 200, Chicago, IL 60610
TeleTech Holdings, Inc.	Services Agreement	First Amended and Restated Master Services Agreement (Call Center) and all amendments, and addenda thereto	9/10/07	03/20/09	9197 S. Peoria Street, Denver, CO 80112-5833
Thomson Reuters (Tax and Accounting), Inc.	Services Agreement	InSource/OnceSource Corporate Software and Services Renewal Contract	12/17/08	03/20/09	2395 Midway Rd. Bldg 1, Carrollton, TX 75006-9769
Time Warner Cable	Merchandising Agreement	Retailer Marketing Agreement and all amendments and addenda thereto (for Broadband Internet Service for resale)	3/4/04	03/20/09	290 Harbor Drive, Stanford, CT 06902
West Group	Service/Vendor Agreement	WestLaw Subscriber Agreement	11/20/03	03/20/09	610 Opperman Drive, Eagan, MN 55123

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